

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**
Caption in Compliance with D.N.J. LBR 9004-1(b)

BROWN RUDNICK LLP

Kenneth J. Aulet, Esq. (admitted *pro hac vice*)
Seven Times Square
New York, New York 10036
(212) 209-4800
kaulet@brownrudnick.com

BROWN RUDNICK LLP

Tristan Axelrod, Esq. (admitted *pro hac vice*)
One Financial Center
Boston, MA 02111
(617)856-8300
taxelrod@brownrudnick.com

General Counsel for the Plan Administrator

GENOVA BURNS LLC

Daniel M. Stoltz, Esq.
Donald W. Clarke, Esq.
110 Allen Rd., Suite 304
Basking Ridge, NJ 07920
(973) 230-2095
DStoltz@genovaburns.com
DClarke@genovaburns.com

Local Counsel for the Plan Administrator

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

Jointly Administered under a Confirmed Plan²

**FINAL APPLICATION FOR ALLOWANCE OF FEES AND
REIMBURSEMENT OF EXPENSES TO MILLER NASH LLP AS SPECIAL
LOCAL WASHINGTON COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC. (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 100 Horizon Center Blvd., 1st and 2nd Floors, Hamilton, NJ 08691.

² On October 3, 2023, the Court entered an order confirming the Third Amended Joint Chapter 11 Plan of BlockFi Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Additional Technical Modifications). [Docket No. 1609]

TO: THE HONORABLE MICHAEL B. KAPLAN
UNITED STATES BANKRUPTCY JUDGE

The Application of Miller Nash LLP (“Applicant” or “Miller”), Special Local Washington Counsel to the Official Committee of Unsecured Creditors (the “Committee”), respectfully states to the Court as follows:

1. The members and associates of Miller are all attorneys at law of the State of Washington.
2. On November 28, 2022, the Debtor filed a Chapter 11 Petition in the United States Bankruptcy Court for the District of New Jersey [dkt #1].
3. On December 21, 2022, a Notice of Appointment of Official Committee of Unsecured Creditors was entered by the Court [dkt #130], and on December 22, 2022, an Amended Notice of Appointment of Official Committee of Unsecured Creditors was entered by the Court [dkt #131].
4. On January 17, 2023, the Court entered an Order Granting Debtors’ Motion for Entry of an Administrative Fee Order Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of This Court [dkt #307] (the “Administrative Fee Order”).
5. On May 17, 2023, the Court entered an Order Appointing an Independent Fee Examiner and Establishing Related Procedures for the Review of fee Applications of Retained Professionals [dkt #925] (the “Fee Examiner Order”).
6. Miller was retained to serve in the capacity of Special Local Washington Counsel to the Official Committee of Unsecured Creditors by Order of this Court dated June 26, 2023 [dkt

#1120], which retention was effective May 26, 2023. A copy of such retention Order is annexed hereto as **Exhibit "A"**.

7. On September 19, 2023, Miller filed its First Interim Application as Special Local Washington Counsel to the Committee covering the period May 26, 2023 through July 31, 2023 [Dkt. #1533].

8. This Application represents Miller's Final Application as Special Local Washington Counsel to the Committee and covers the period May 26, 2023 through October 2, 2023 (the "Final Application Period"). **All fees requested were included in the past interim fee orders. Please note there are no fees requested for the period August 1, 2023 through October 2, 2023, and this final fee application is being filed to finalize any prior interim orders.**

9. Miller's computerized time sheets, incorporated by reference, detail the services rendered by the members and associates of Miller, the hourly rate charged by each member, associate or paralegal, and the actual time expended in the performance of such services. Said time sheets reflect that Miller has expended 10.40 hours in performing services for the Committee, resulting in charges of \$6,500.00.

10. Annexed hereto and made part hereof as **Exhibit "B"** is the Certification of David C. Neu, Esq., submitted in accordance with the provisions of Section 504 of the Bankruptcy Code.

11. All services that are the subject of this fee application were rendered for the Committee at the request and/or consent of the Committee in conjunction with Applicant's co-counsel.

12. The within fee application encompasses services rendered for the Committee.

13. As local counsel for the Committee for issue arising in Case no. 22-CR-00185, United States District Court for the Western District of Washington (the “Washington Litigation”), familiar with the practices, local rules and procedures in the District for Western Washington, your Applicant’s involvement in almost every issue is essential.

14. Throughout the period covered by the within application, Applicant Provided services related to the retention and employment of Miller Nash LLP by the Committee and representation of the Committee in the Washington Litigation. Applicant reviewed documents filed in the Washington Litigation, and coordinated the filing of documents in the Washington Litigation responsive to the United States’ Motion to Compel BlockFi to Comply with Seizure Warrants.

15. Applicant is charged with the responsibility of filing every pleading for the Committee in the Washington Litigation. For each pleading, Applicant is responsible for ensuring all such pleadings (in form and substance) conform to the local practice and procedures.

16. Applicant notes that the hourly rates of Applicant’s firm are well below those of every other law firm employed in the within Chapter 11 case.

17. Applicant respectfully submits that the services rendered by your Applicant during the Final Application Period covered by this Fee Application were reasonable, enabled and/or assisted the Committee in fulfilling its fiduciary obligations to similarly situated creditors, and were of significant benefit to creditors of the within bankruptcy case.

18. Applicant respectfully submits that all services were essential and necessary.

19. In addition to the foregoing, Applicant respectfully directs the Court’s attention to the detailed time records incorporated by reference covering the Final Application Period, which set forth the specific services rendered.

20. In summary, Applicant has performed services to the Committee in fulfilling its fiduciary obligations to the constituent creditors it represents.

WHEREFORE, Miller Nash LLP respectfully requests the entry of the annexed Order, granting a final allowance of compensation in the amount of \$6,500.00, and granting such other relief as the Court deems just and appropriate.

Dated: February 26, 2024

MILLER NASH LLP

By: /s/ David C. Neu

David C. Neu, Esq.
605 5th Ave. S., Suite 900
Seattle, WA 98104
Email: David.neu@millernash.com

*Special Local Washington Counsel for the Official
Committee of Unsecured Creditors*